

Principles and Practices of Highly Effective Governing Boards

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About the Martin Center

We advocate:

- responsible governance,
- viewpoint diversity,
- academic quality,
- cost-effective education solutions, and
- innovative market-based reform

Our work:

- UNC System Board of Governors
- UNC-Chapel Hill Board of Trustees
- UNC Charlotte Board of Trustees
- State of Arizona (AG's office)
- Private Universities
- States:
 - North Carolina
 - Florida
 - West Virginia
 - South Dakota

Board Authority and Duties: Constitution

- Article 11, Section 4: “Establishment of state university; control by board of regents. The Legislature shall provide for the establishment of a State University which shall embrace departments for Agriculture, Mechanic Arts, and Mining to be controlled by a Board of Regents *whose duties shall be prescribed by Law.*”
- Article 11, Section 7: “...the Legislature shall at its regular session next preceding the expiration of the term of office of said Board of Regents provide for the election of a new Board of Regents and *define their duties.*”

Board Authority and Duties: Statutes

- **NRS 396.110 Rules of Board.** 1. The Board of Regents may prescribe rules for: (a) Its own government; and (b) The government of the System.
- **NRS 396.380 Receipt and disbursement of money by Board of Regents; control of expenditures** 1. The members of the Board of Regents are the sole trustees to receive and disburse all money of the System for the purposes provided in NRS 396.370. 2. The Board of Regents shall control the expenditures of all money appropriated for the support and maintenance of the System and all money received from any other source.
- Other statutes: report to Governor and legislature, delegate to administration

Board Authority and Duties: Title 1 - BYLAWS

Section 3. Functions

The University of Nevada has the following functions:

- a. Providing programs of instruction at the undergraduate and graduate levels.
- b. Sponsoring and undertaking programs of basic and applied research which complement the programs of instruction and which contribute to the fullest realization of the State's potential.
- c. Sponsoring and conducting continuing programs of public service for the citizens of the State.

Section 4. Cooperation with State Agencies

The University shall, at all times, cooperate with any and all agencies of the State in the interest of *serving the people* and of ensuring *the maximum utilization of the State's resources*.

Board Authority and Duties: Title 2 (Code)

1.2.3 Function of Board. The Board of Regents is a corporate body, legally responsible for the University of Nevada. Its function is to control and manage the Nevada System of Higher Education, *primarily by setting policy*. Upon approval by the Board of Regents, the appropriate officers of the System shall implement such policies.

1.2.4 Board's Authority and Delegation of Authority. The Board of Regents retains the right at all times to lawfully delegate authority.

Board Authority and Duties: Title 4

2. This Board of Regents adopts the policy that *the function of a Board of Regents is advisory and legislative*. Thus, the Board of Regents shall delegate whenever possible duties which are *initiatory and executive*.
3. It shall be the function of the Board of Regents to *approve or reject policies proposed by the administration*.
5. Only in the most unusual circumstances should the Board of Regents concern itself with the *details of administration*.

Board Authority and Duties: Mission Statement

...the Regents govern the System according to the following objectives...

b. To ensure that all activities demonstrate a continued quest for excellence, economy and the balancing of basic goals that the public interest requires.

Board Practices

- **Legislative: Policies (60%)**
 - Setting policy
 - Establishing the process for application/delegation
 - Determining the criteria for oversight
- **Judicial: Oversight and Accountability (30%)**
 - Reports and Reviews
 - Performance management
 - Self-evaluation and transparency
- **Executive: Administering the rules and regulations (10%)**
 - Carrying out legislative mandates
 - Carrying out university policies
 - Following the bylaws

Board Practices

Example: Academic Program Review

- Legislative: Set criteria, timeline, authority
- Judicial: Carry out the review
- Executive: Make the decision (vote), instruct administration to carry it out

Delegation of authority:

- Policymaking: System staff
- Oversight: System staff and university staff
- Executive: Chancellor, presidents, and upper level administrators

Questions to consider

- How much authority should be delegated to individual university presidents and staff?
- Should it be uniform across all the college and universities in the system?
- How much can the chancellor and presidents delegate to administration?
- How are we spending our time?
- How are we evaluating our performance?

Troubleshooting: How to stay *strategic*

Problem: The Board spends too much time on operational issues

Possible causes:

- The Board has not established clear criteria for decision-making
- The Board hasn't delegated enough authority to administration
- The Board lacks the appropriate committee structure to address the issue
- The Board fails to put routine decisions on the consent agenda

Solutions:

- Review and approve *policy* regularly so you can confidently delegate
- Align the committee structure with university needs
- Assign most substantive discussion to committees
- Institute a practice of putting all items approved in committee on a consent agenda unless a board member specifically requests that item to be removed

Structure of the Board: 50 State Comparison

- Nevada is one of only eight states to have a single, statewide *governing* board
 - Both 2-year and 4-year public institutions governed by the same board
- 20 states have single, statewide *coordinating* boards
- The remaining states have one *or more* major, systemwide coordinating or governing board(s) and/or a statewide administrative/service agency
- In many states with single governing boards, individual institutions governed by the system board have their own individual boards (not so in Nevada)

Nevada's governance structure is more centralized than most other states.

Structure of the Board: Internal Best Practices

- Size: Small-Medium
- Term length of at least six years
- Regular, frequent meetings (at least 6 per year)
- Executive Committee with defined functions
- Limited number of committees
- Defined committee functions

Structure of the Board: Recommended Committees

Association of Governing Boards:

- Academic
- Audit/Risk Management
- Compensation/Personnel
- Development/Advancement
- Executive
- Facilities/Real Estate
- Finance/Budget
- Governance
- Investment
- Student Affairs

Modified for a small system board:

- Academic
- Audit/Risk Management
- Compensation/Personnel
- Executive
- Facilities/Real Estate/Finance/Budget
- Governance
- Student Affairs

- Create an independent NSHE Foundation with its own board of directors to handle:
 - Development/Advancement
 - Investment

Agenda-Setting

- Two-day meetings
 - Committees on day 1
 - Full board meeting on day 2
- Informational reports in committee meetings
- Committee chairs report out to full board
- Most votes included in a consent agenda

Sample AGENDA (Full Board)

OPEN SESSION

1. Roll call
2. Chair's Report
3. Chancellor's Report
4. Consent Agenda
5. Committee Report #1
6. Committee Report #2
7. Etc.

General Advice

- Make time to improve cooperation between the board and the administration.
 - Solidify personal relationships and communication
 - Establish relationships with faculty, students, and other stakeholders
- Set clear board processes and norms
 - Clarify board meeting agendas and protocols
 - Improve board performance:
 - Set clear expectations,
 - Establish an onboarding process,
 - Invest in ongoing education,
 - Conduct regular evaluations

Resources

- The James G. Martin Center for Academic Renewal
<http://www.jamesgmartin.center>
- The American Council of Trustees and Alumni
<http://www.goacta.org>
- The Association of Governing Boards <http://www.agb.org>
- Education Commission of the States <https://www.ecs.org/>
- Paideia Times <https://www.paideiatimes.org/>

Questions?

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